

Hearing Date and Time: March 18, 2013 at 9:00 a.m. (ET)

Objection Deadline: December 3, 2012 at 4:00 p.m. (ET)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
	:	Chapter 11
	:	
RESIDENTIAL CAPITAL, LLC, et al.,	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

**DECLARATION OF JARED STANISCI IN SUPPORT OF OBJECTION OF MBIA
INSURANCE CORPORATION TO DEBTORS' MOTION PURSUANT TO FED. R.
BANKR. P. 9019 FOR APPROVAL OF THE RMBS TRUST SETTLEMENT
AGREEMENTS**

I, JARED STANISCI, hereby declare, pursuant to 28 U.S.C. § 1746, that the following is true and correct to the best of my knowledge, information, and belief:

1. I am an associate at the law firm of Cadwalader, Wickersham & Taft LLP, counsel to MBIA Insurance Corporation (“MBIA”) in the chapter 11 cases of the above-captioned debtors and debtors-in-possession. I respectfully submit this declaration in support of MBIA’s Objection, dated December 3, 2012, to Debtors’ Motion Pursuant to Fed. R. Bankr. P. 9019 For Approval of the RMBS Trust Settlement Agreements (“9019 Motion”).

2. Attached to my Declaration are the following documents in support of MBIA’s Objection:

EXHIBIT	DESCRIPTION OF EXHIBIT
A	ResCap, LLC Board of Directors Meeting Minutes, dated May 9, 2012. <i>See Ex. 9019-004.</i>
B	Email dated April 26, 2012 from Mark Renzi, of FTI Consulting, to Gary Lee and Jamie Levitt of Morrison Foerster, attaching spreadsheet. <i>See Ex. 9019-018.</i>
C	Email dated May 1, 2012 from Timothy Devine, Chief Litigation Counsel of Ally Financial, Inc, to Ally and ResCap personnel and counsel. <i>See Ex. 9019-034.</i>
D	Email dated May 12, 2012 from Jeff Cancelliere, of ResCap Mortgage Risk, to Ally and ResCap personnel and counsel. <i>See Ex. 9019-36.</i>
E	Email dated May 13, 2012 from Katharine Crost, of Orrick, to Ally and ResCap personnel and counsel. <i>See Ex. 9019-042.</i>
F	Email dated April 27, 2012 from Tim Devine to Ally and ResCap personnel and counsel. <i>See Ex. 9019-044.</i>
G	Email dated October 19, 2011 from William Solomon, General Counsel of Ally Financial, Inc., to Ally and ResCap personnel and counsel. <i>See Ex. 9019-048.</i>
H	Email dated Feb. 19, 2012 from Tom Marano, CEO of ResCap, to Jim Mackey of ResCap. <i>See Ex. 9019-052.</i>
I	Email dated March 16, 2012 from William Solomon to ResCap personnel and counsel. <i>See Ex. 9019-64.</i>
J	Email dated May 8, 2012 from Tim Devine to Ally and ResCap personnel and counsel. <i>See Ex. 9019-086.</i>

K	Email dated April 27, 2012 from Jim Mackey to Ally and ResCap personnel and counsel. <i>See Ex. 9019-137.</i>
L	Email dated May 6, 2012 from Tim Devine to Ally and ResCap personnel and counsel. <i>See Ex. 9019-141.</i>
M	Email dated May 8, 2012 from Mark Renzi to Ally and ResCap personnel and counsel. <i>See Ex. 9019-144.</i>
N	Email dated May 9, 2012 from Tim Devine to Gary Lee. <i>See Ex. 9019-147.</i>
O	Email dated May 10, 2012 from Kathy Patrick of Gibbs & Bruns to Tim Devine. <i>See Ex. 9019-150.</i>
P	Email dated May 10, 2012 from Jamie Levitt to Ally and ResCap personnel and counsel. <i>See Ex. 9019-151.</i>
Q	Email dated May 12, 2012 from Tim Devine to Ally and ResCap personnel and counsel. <i>See Ex. 9019-154.</i>
R	Email dated May 13, 2012 from Kathy Patrick to Ally and ResCap counsel. <i>See Ex. 9019-158.</i>
S	Email dated May 13, 2012 from Jamie Levitt to Ally and ResCap counsel. <i>See Ex. 9019-159.</i>
T	Email dated May 14, 2012 from Michael Carpenter to Lara Hall. <i>See ALLY_0145816.</i>
U	Email dated May 8, 2012 from Barbara Yastine to Ally and ResCap personnel and counsel. <i>See ALLY_0209219.</i>
V	Email dated October 19, 2011 from William Solomon to Ally and ResCap personnel and counsel. <i>See ALLY_0212896.</i>
W	Email dated May 10, 2012 from Gary Lee to Ally and ResCap counsel. <i>See RC-9019_00047999.</i>
X	Email dated May 13, 2012 from Jamie Levitt to Ally and ResCap counsel. <i>See RC-9019_00048597.</i>
Y	Email dated May 13, 2012 from David Beck to Ally and ResCap counsel. <i>See RC-9010_00048798.</i>
Z	Email dated April 16, 2012 from Tammy Hamzehpour, ResCap General Counsel, to Gary Lee. <i>See RC-9019_00048948.</i>
AA	Email dated May 7, 2012 from Jeff Cancelliere to Ally and ResCap personnel and counsel. <i>See RC-9019_00049157.</i>

BB	Email dated May 8, 2012 from Tim Devine to Ally and ResCap counsel. <i>See</i> RC-9019_00049175.
CC	Email dated May 9, 2012 from Kathy Patrick to Gary Lee. <i>See</i> RC-9019_00049218.
DD	Email dated May 10, 2012 from David Beck, of Carpenter Lipps, to Ally and ResCap counsel. <i>See</i> RC-9019_00049668.
EE	Email dated May 10, 2012 from David Beck to Ally and ResCap counsel. <i>See</i> RC-9019_00050237.
FF	Email dated May 12, 2012 from Noah Ornstein, of Kirkland & Ellis, to Ally and ResCap counsel. <i>See</i> RC-9019_00050446.
GG	Email dated May 13, 2012 from Tim Devine to Ally and ResCap counsel. <i>See</i> RC-9019_00050824.
HH	Email dated May 13, 2012 from Anthony Princi to Kathy Patrick and Ally and ResCap counsel. <i>See</i> RC-9019_00051061.
II	Email dated May 13, 2012 from Gary Lee to Kathy Patrick and Ally and ResCap counsel. <i>See</i> RC-9019_00055348.
JJ	Email dated May 13, 2012 from Tim Devine to Ally and ResCap counsel. <i>See</i> RC-9019_00055651
KK	Email dated May 25, 2012 from James Newton, of Morrison Foerster, to Kathy Patrick. <i>See</i> RC-9019_00069517
LL	Email dated May 9, 2012 from Gary Lee to Kathy Patrick. <i>See</i> RC-9019_00071068.
MM	MBIA Ins. Corp. v. Residential Funding Co., LLC, Index No. 603552/2008 (12/22/2009 Decision Sup. Ct. N.Y. Co.)
NN	MBIA Ins. Corp. v. GMAC Mortgage, LLC, Index No. 600837/2010 (04/01/2010 Summons Sup. Ct. N.Y. Co.)
OO	Proposed Order Granting Debtor's Motion Pursuant to Fed. Rule Bankr. P. 9019 For Approval of The RMBS Trust Settlement Agreements [Docket No. 1887-1]
PP	Second Amended RMBS Trust Settlement Agreements [Docket Nos. 1887-2 and 1887-3]
QQ	Deposition Transcript of Jeffrey Cancelliere, dated November 14, 2012.
QQ.1	Excerpts from Deposition Transcript of Jeffrey Cancelliere

RR	Deposition Transcript of Timothy Devine, dated November 19, 2012.
RR.1	Excerpts from Deposition Transcript of Timothy Devine
SS	Deposition Transcript of Tammy Hamzehpour, dated November 13, 2012.
SS.1	Excerpts from Deposition Transcript of Tammy Hamzehpour
TT	Deposition Transcript of Jeffrey Lipps, dated November 19, 2012.
TT.1	Excerpts from Deposition Transcript of Jeffrey Lipps
UU	Deposition Transcript of John Mack, dated November 14, 2012.
UU.1	Excerpts from Deposition Transcript of John Mack
VV	Deposition Transcript of Thomas Marano, dated November 12, 2012.
VV.1	Excerpts from Deposition Transcript of Thomas Marano
WW	Deposition Transcript of Frank Sillman, dated November 20, 2012.
WW.1	Excerpts from Deposition Transcript of Frank Sillman
XX	Deposition Transcript of James Whitlinger, dated November 15, 2012.
XX.1	Excerpts from Deposition Transcript of James Whitlinger

Dated: December 3, 2012
New York, New York


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